



ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed December 9, 2005


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
	§
ROMACORP, INC., <i>et al.</i> ,	§ Case No. 05-86818-BJH-11
	§
Debtors.	§ Jointly Administered

**FINAL ORDER AUTHORIZING RETENTION OF THE GARDEN CITY GROUP, INC.
AS NOTICE, CLAIMS AND BALLOTING AGENT**

Upon the Application of Romacorp, Inc. and its related entities, the above-captioned debtors and debtors in possession (collectively, the “Debtors”),¹ for Order Pursuant to Section 156(c) of Title 28 Authorizing the Retention of The Garden City Group, Inc. (“GCG”) as Notice, Claims and Balloting Agent (the “Application”), Docket No. 13; and this Court having entered on November 9, 2005 that certain Interim Order Authorizing Employment of GCG, as Notice, Claims and Balloting Agent, Effective as of the Petition Date; and the Court being satisfied,

¹ The Debtors are the following entities: Roma Restaurant Holdings, Inc.; Romacorp, Inc.; Roma Holdings, Inc.; Roma Franchise Corporation; Roma Systems, Inc.; Roma Prince George’s, Inc; Roma Owings Mills, Inc.; and Roma Dining, L.P.

based on the representations made in the Application that the relief requested in the Application is necessary and would be in the best interests of the Debtors and their respective estates and creditors; and it appearing that sufficient notice of the Application has been given, and that no other or further notice is required; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is²

ORDERED that the Application be and it hereby is, granted on a final basis, to the extent provided herein; and it is further

ORDERED that the Debtors are authorized to retain and employ GCG as their notice, claims and balloting agent subject to the terms of the Application and the Retention Agreement to:

- Prepare and serve required notices in these cases.
- Receive proofs of claim at a post office box, if directed to do so by the Court, and maintain copies of all proofs of claim and proofs of interest filed in these cases.
- Maintain official claims registers in these cases by docketing all proofs of claim and proofs of interest in a claims database.
- Implement necessary security measures to ensure the completeness and integrity of the claims registers.
- Transmit to the Clerk's Office a copy of the claims registers on a monthly basis unless requested more or less frequently by the Clerk's Office.
- Maintain an up-to-date mailing list for all entities that have filed proofs of claim or proofs of interest and make such list available upon request to the Clerk's Office or any party in interest.
- Provide access to the public for examination of copies of the proofs of claim or proofs of interest filed in these cases without charge during regular business hours.
- Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e).

² Capitalized terms not otherwise defined herein shall have the same meaning as ascribed to them in the Motion.

- Comply with applicable federal, state, municipal and local statutes, ordinances, rules, regulations, orders and other requirements.
- Provide temporary employees to process claims as necessary.
- Provide a website to provide information about these cases.
- Provide a toll-free “800” number to provide information about these cases and receive questions about these cases.
- Promptly comply with such further conditions and requirements as the Clerk’s Office or the Court may at any time prescribe.
- Provide such other claims processing, noticing, balloting and related administrative services as may be requested from time to time by the Debtors.
- Act as balloting agent, which may include some or all of the following services:
 - i. printing of ballots including the printing of creditor and shareholder specific ballots;
 - ii. preparing voting reports by plan class, creditor or shareholder and amount for review and approval by the client and its counsel;
 - iii. coordinating the mailing of ballots, disclosure statement and plan of reorganization to all voting and non-voting parties and provide affidavit of service;
 - iv. receiving ballots at a post office box, inspecting ballots for conformity to voting procedures, date stamping and numbering ballots consecutively and tabulating and certifying the results; and it is further

ORDERED that, in addition to the foregoing, upon the Debtors’ request, GCG will assist the Debtors with, among other things, (a) preparing and mailing customized proofs of claims to the creditors listed on the Debtors’ Schedules of Liabilities; (b) preparing, mailing and tabulating ballots of certain creditors for the purpose of voting to accept or reject the plan or plans of reorganization; and (c) any other additional services requested by the Debtors; and it is further

ORDERED that the fees and expenses of GCG incurred in performance of the above services are to be treated as an administrative expense of the Debtors’ estates and shall be paid

by the Debtors in the ordinary course of business, provided, however, that GCG shall file interim and/or final fee statements (as appropriate) setting forth the amount of time expended by each person and the amount charged to and paid by the estate.

END OF ORDER